

## DESCRIPTION OF *PRO FORMA* TRANSACTION AND PUBLIC INTEREST STATEMENT

This is one of a series of filings notifying the Commission pursuant to 1.948(c) of its rules of the *pro forma* transfer of control of certain licenses from and to various subsidiaries controlled by AT&T Inc. (“AT&T”).<sup>1</sup> The transfers of control that are the subject of these notification filings resulted from an internal reorganization that occurred on January 31, 2008.<sup>2</sup> The internal reorganization involved the redistribution of ownership interests among AT&T subsidiaries in AT&T Mobility LLC (“AT&T Mobility”), which is an indirect wholly-owned subsidiary of AT&T Inc. and that owns or controls several subsidiaries that hold authorizations issued by the Commission. In particular, three intermediate interest holders in AT&T Mobility that are direct or indirect wholly-owned subsidiaries of AT&T – SBC Long Distance, LLC, SBC Telecom, Inc., and AT&T Teleholdings, Inc. – increased their direct (or indirect) ownership interests in AT&T Mobility from below to above 50 percent.<sup>3</sup> Attached hereto is a table identifying by name each licensee subsidiary that is owned or otherwise controlled by AT&T Mobility and that holds licenses impacted by the transfers of control.

This restructuring does not change the ultimate ownership or control of the spectrum as AT&T has continued to control the authorizations at issue both before and after the restructuring.<sup>4</sup> Accordingly, the restructuring steps are *pro forma* in nature. The Commission has previously stated that in situations, such as the instant reorganization, where no substantial change of control will occur, “grant of the application is deemed presumptively in the public interest.”<sup>5</sup>

This *pro forma* transaction raises no competition-related concerns. AT&T continues to be attributed with the same amount of spectrum both before and after the transactions, because ultimate control over the subject licenses remains with AT&T. The transaction has not changed (increased or decreased) AT&T’s overall spectrum holdings, created new overlaps in any geographic area or market, or reduced the number of entities providing service in any market.<sup>6</sup> Accordingly, additional information on spectrum overlaps for the geographic markets involved is not provided.

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<sup>1</sup> 47 C.F.R. § 1.948(c).

<sup>2</sup> The 30-day deadline for filing this series of notifications fell on a Saturday, thereby extending the filing deadline to the next business day under the Commission’s rules. See 47 C.F.R. §§ 1.4(j), 1.948(c)(1)(iii). When filing the notifications, however, the Commission’s electronic filing system indicated that the notifications were being filed outside of the 30-day window. Accordingly, to the extent necessary, the parties request a limited waiver of the 30-day filing deadline. See 47 C.F.R. §§ 1.3, 1.925(b)(3)(ii). Notifications will also be filed separately with the International Bureau for the international Section 214 authorizations impacted by the restructuring steps.

<sup>3</sup> Other indirect subsidiaries of AT&T will be decreasing their ownership interests in AT&T Mobility.

<sup>4</sup> Charts showing AT&T’s ownership of the licensees both before and after completion of the internal restructuring are attached hereto.

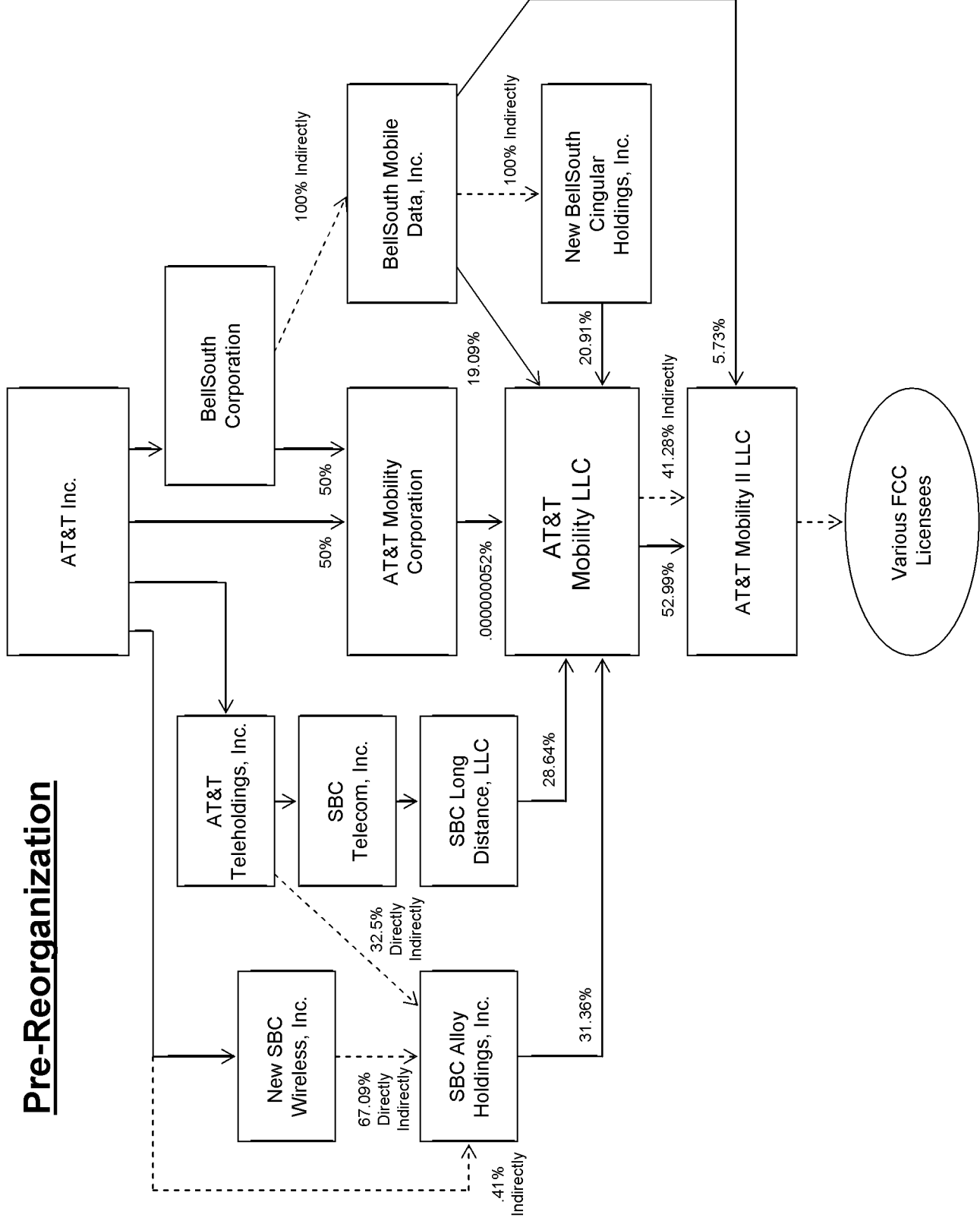
<sup>5</sup> See *Forbearance Regarding Non-Substantial Assignments of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, 13 FCC Rcd 6293, 6295 (1998).

<sup>6</sup> See FCC Form 603, Main Form, Items 13-14(b).

**AT&T LICENSEES AFFECTED BY INTERNAL REORGANIZATION  
THAT OCCURRED ON JANUARY 31, 2008**

<b>Licensee</b>
Acadiana Cellular General Partnership
Alton CellTelCo Partnership
American Cellular, LLC
AT&T Mobility of Galveston LLC
AT&T Mobility Texas LLC
Bellingham Cellular Partnership
Bloomington Cellular Telephone Company
Bradenton Cellular Partnership
Bremerton Cellular Telephone Company
Champaign Celltelco
Chattanooga MSA Limited Partnership
Cincinnati SMSA Limited Partnership
Cingular Wireless of Texas RSA #11 Limited Partnership
Cingular Wireless of Texas RSA #16 Limited Partnership
DCC PCS, LLC
Decatur RSA Limited Partnership
Dobson Cellular Systems of Alaska, LLC
Dobson Cellular Systems, LLC
Easter Mountain, LLC
Florida RSA No. 2B (Indian River) Limited Partnership
Georgia RSA No. 3 Limited Partnership
Highland Cellular, LLC
Houma-Thibodaux Cellular Partnership
Jacksonville MSA Limited Partnership
Lafayette MSA Limited Partnership
Louisiana RSA No. 7 Cellular General Partnership
Louisiana RSA No. 8 Cellular General Partnership
Lubbock SMSA Limited Partnership
Madison SMSA Limited Partnership
McAllen-Edinburg-Mission SMSA Limited Partnership
Melbourne Cellular Telephone Company
Milwaukee SMSA Limited Partnership
Missouri RSA 11/12 Limited Partnership
Missouri RSA 8 Limited Partnership
Missouri RSA 9B1 Limited Partnership
New Cingular Wireless PCS, LLC
Northeastern Georgia RSA Limited Partnership
Oklahoma City SMSA Limited Partnership
Oklahoma Independent RSA 5 Partnership
Oklahoma Independent RSA 7 Partnership
Oklahoma RSA 3 Limited Partnership
Oklahoma RSA 9 Limited Partnership
Orlando SMSA Limited Partnership
Provo Cellular Telephone Company
Reno Cellular Telephone Company
Salem Cellular Telephone Company
Santa Barbara Cellular Systems, Ltd.
Sarasota Cellular Telephone Company
System IL/MO, LLC
Telecorp Communications, LLC
Texas RSA 18 Limited Partnership
Texas RSA 19 Limited Partnership
Texas RSA 20B1 Limited Partnership
Texas RSA 6 Limited Partnership
Texas RSA 7B1 Limited Partnership
Texas RSA 9B1 Limited Partnership
Texas RSA No. 2 Limited Partnership
Topeka SMSA Limited Partnership
Visalia Cellular Telephone Company

# Pre-Reorganization



# Post-Reorganization

